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March 22, 2016

Tyree Dillingham
750 B Street, Suite 3300
San Diego, CA 92101

Dear Tyree,

Subsequent to the conversations that began last summer between After-School All-Stars National ("ASAS National") and After-School All-Stars San Diego ("ASAS San Diego") regarding the termination of the relationship between ASAS National and ASAS San Diego, this letter will confirm that the After-School All-Stars License Agreement, entered into as of January 1, 2013 (the "ASAS License Agreement"), has been officially terminated, effective as of the date hereof.

As you recall, ASAS San Diego informed ASAS National that school contracts would not be renewed for the 2015-2016 school year. As such, the parties agreed that the ASAS License Agreement between ASAS San Diego and ASAS National would be terminated and the parties discussed entering into a formal termination agreement to document such termination.

As considerable time has passed since those discussions began, and a formal termination agreement has not been entered into, I thought it prudent to confirm with you that the ASAS License Agreement has in fact been terminated. Please note that the ASAS License Agreement has various provisions that survive termination, including Section 2.3, and we expect that ASAS San Diego will abide by all such provisions. I have attached a copy of the ASAS License Agreement for your reference.

Sincerely,

Ben Paul
President & CEO
After-School All-Stars

c.c. Henry Ford